

Prepared by and Return to:
William R. Bradley – Bar No. 4275
Glankler Brown, PLLC
6000 Poplar Avenue, Suite 400
Memphis, TN 38119
(901) 525-1322

INDEXING INSTRUCTIONS:
Section 32, Township 1 South,
Range 6 West,
Desoto County, Mississippi

INDEXING INSTRUCTIONS:
Section 25, Township 3 South,
Range 4 West,
Marshall County, Mississippi

CERTIFICATE OF TRUST AGREEMENT

On this the 9th day of August, 2011, pursuant to Mississippi Code Annotated §91-9-7, the undersigned hereby certifies as to the following concerning the **KENNETH WAYNE SMITH, SR. TRUST**:

1) The name of the trust is the **KENNETH WAYNE SMITH, SR. TRUST** (the "Trust");

2) The street and mailing address of the Trust Office is:

Attention: Kenneth Wayne Smith, Sr.
6860 Bradley Cove
Olive Branch, MS 38654

3) The name and street and mailing address of the Trustee is:

Kenneth Wayne Smith, Sr.
6860 Bradley Cove
Olive Branch, MS 38654

- 4) The name and street and mailing addresses of the Grantor is:

Kenneth Wayne Smith, Sr.
6860 Bradley Cv.
Olive Branch, MS 38654

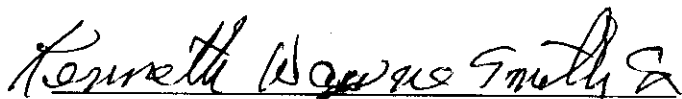
- 5) For a description of the real property owned by the Trust see the attached Exhibit "A."

- 6) Anticipated date of termination of this Trust is upon the death of the Grantor therein.

- 7) The general powers granted to the Trustee and its successors are as follows:

The Trustee and its successors shall have all the powers, authority, privileges and immunities as provided and enumerated in Mississippi Code Annotated Section 91-9-107, including any amendments thereto, and same is expressly referred to and incorporated herein by this reference.

KENNETH WAYNE SMITH, SR. TRUST


KENNETH WAYNE SMITH, SR., Trustee

STATE OF TENNESSEE

COUNTY OF SHELBY

Before me, a Notary Public, of the state and county aforesaid, duly commissioned and qualified, personally appeared **KENNETH WAYNE SMITH, SR.**, to me known (or proved to me on the basis of satisfactory evidence) to be the person described in and who, upon oath, acknowledged himself to be Trustee of the **KENNETH WAYNE SMITH, SR. TRUST**, the within named bargainor, and that he executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and seal at office on this 9th day of August, 2011.


Notary Public

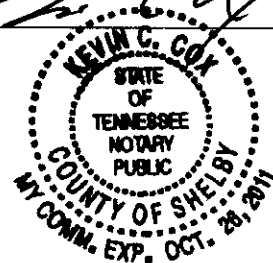


EXHIBIT "A"

Description of Real Property

Land situated in Desoto County, Mississippi:

Lot 21, Goodman Oaks Subdivision located in Section 32, Township 1 South, Range 6 West, as per plat recorded in Plat Book 35, Pages 24-28 in the office of the Chancery Clerk of Desoto County, Mississippi.

Land situated in Marshall County, Mississippi:

Tract 6. Beginning at a point that is 25.5 feet North of and 905.6 feet East of the Southwest corner of the Southeast Quarter of Section 25, Township 3 South, Range 4 West, Marshall County, Mississippi, and run thence North 88 degrees and 23 minutes East 301 feet, thence North 7 degrees and 55 minutes East 1390 feet; thence South 82 degrees and 5 minutes East 90.7 feet; thence North 7 degrees and 41 minutes East 419.5 feet to a creek; thence North 62 degrees and 52 minutes West 201 feet; thence North 34 degrees and 16 minutes West 287.3 feet; thence South 8 degrees and 02 minutes West 2137 feet to the point of beginning, containing 14.25 acres, more or less.